

## Notice

Take notice that the Annual and Special General Meeting of Shareholders of Toronto Star Limited will be held at One Yonge Street, Toronto, on Wednesday, the 21st day of January, 1976, at the hour of 11:00 o'clock in the forenoon, Eastern Standard time, to:

- (a) receive and consider and, if thought fit, to approve The Directors' Report, the Financial Statements and the Report of the Auditors;
- (b) appoint Auditors and authorize the Directors to fix their remuneration;
- (c) consider and if thought fit, to confirm, with or without variation, Special By-law No. 12 passed by the Board of Directors on the 19th day of November, 1975, increasing the number of directors of the Corporation from nine to twelve;
- (d) elect Directors;
- (e) consider and if thought fit, to confirm, with or without variation By-law No. 13 passed by the Board of Directors on the 17th day of December, 1975 amending By-law No. 5 of the Corporation to provide that the Chairman of the Board shall be Chief Executive Officer and that the President shall be Chief Operating Officer of the Corporation;
- (f) consider and, if thought fit, to confirm, with or without variation Special Resolution No. 1 passed by the Board of Directors on the 17th day of December 1975, amending the Articles of the Corporation by expanding its objects;
- (g) consider and, if thought fit, to confirm, with or without variation, Special Resolution No. 2 passed by the Board of Directors on the 17th day of December, 1975, amending the Articles of the Corporation by allowing the Corporation to repurchase for cancellation Class B, C, D and E shares;
- (h) consider and, if thought fit, to confirm, with or without variation, Special Resolution No. 3 passed by the Board of Directors on the 17th day of December, 1975, transferring the publishing assets of the Corporation to its wholly owned subsidiary, Metrospan Publishing Limited; and
- (i) transact such other business as may properly come before the meeting or any adjournments thereof.

A copy of an Information Circular accompanies this notice.

DATED at Toronto this 29th day of December, 1975.

By Order of the Board of Directors  
R.J. Deane  
Secretary

Shareholders who are unable to attend the meeting in person are requested to date, sign and detach the attached form of proxy and return it to the Secretary of the Corporation in the envelope provided for that purpose not later than Tuesday, the 20th day of January, 1976.

PROXY, SOLICITED BY MANAGEMENT, FOR THE ANNUAL AND  
SPECIAL GENERAL MEETING OF THE SHAREHOLDERS  
TO BE HELD ON JANUARY 21, 1976

The undersigned hereby appoints Beland H. Honderich, or, failing him, W.J. Campbell, or, failing him, Burnett M. Thall, (or instead of any of the foregoing \_\_\_\_\_) as proxy, with power of substitution, to attend and vote for the undersigned at the Annual and Special General meeting of Shareholders to be held at 11:00 a.m. on Wednesday, January 21, 1975, and at any adjournments—

- (a) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) approval of the Directors' Report and Financial Statements for the fiscal year ended September 30th, 1975;
- (b) for the appointment of Auditors and for the authorization of the Directors to fix their remuneration;
- (c) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) confirmation of Special By-law No. 12, increasing the number of directors of the Corporation from nine to twelve;
- (d) for the election of Directors;
- (e) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) confirmation of By-law 13, amending the general By-law of the Corporation by making the Chairman of the Board the Chief Executive Officer and by making the President the Chief Operating Officer;
- (f) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) confirmation of Special Resolution No. 1, amending the Articles of the Corporation by expanding its objects;
- (g) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) confirmation of Special Resolution No. 2, amending the Articles of the Corporation by allowing the Corporation to repurchase for cancellation Class B, C, D and E shares;
- (h) FOR (        ) or AGAINST (        )  
(or if no specification is made, FOR) confirmation of Special Resolution No. 3 transferring the publishing assets of the Corporation to its wholly owned subsidiary, Metrospan Publishing Limited; and
- (i) on such amendments and variations to the foregoing matters and on such other business as may properly come before the meeting.

Dated \_\_\_\_\_

(Signature of Shareholder)

Notes:

- (1) The shares represented by this proxy instrument will be voted. This proxy confers authority for the above named to vote in his discretion with respect to amendments or variations to the matters identified in the notice of the meeting accompanying this proxy instrument or other matters which may properly come before the meeting.
- (2) EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM AT THE MEETING OTHER THAN THE PERSONS SPECIFIED ABOVE. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed who need not be a shareholder of the Corporation.
- (3) Please sign exactly as your name appears on the proxy and date the proxy. If the shareholder is a corporation, its corporate seal should be affixed hereto.





FOR RELEASE: 9:30 a.m. EST  
Monday, Dec. 29/75

Voting shareholders of Toronto Star Ltd. will be asked on January 21 to approve a corporate reorganization, including expansion of the board of directors.

The nine-person board would be enlarged with the election of Richard A.N. Bonnycastle of Calgary, Mrs. Catherine Atkinson Crang and Martin Goodman of Toronto.

Bonnycastle is chairman of Harlequin Enterprises Ltd., a Toronto-based publishing firm in which Toronto Star Ltd. holds a majority interest.

Mrs. Crang is the granddaughter of Joseph E. Atkinson, founder of The Star, and daughter of Joseph L. Atkinson, president and publisher from 1957 to 1968.

Goodman, who joined The Star as a reporter in 1958, has been editor-in-chief of the newspaper since 1972.

The corporate structure of the company would be changed to establish Toronto Star Ltd. as a holding company and The Toronto Star newspaper as a wholly owned subsidiary.

Publishing assets of the company would be owned by the wholly owned subsidiary, Toronto Star Publishing Ltd., which would publish The Star. The company's group of suburban weekly and thrice-weekly newspapers would become assets of Metrospan Publishers Ltd., a subsidiary of Toronto Star Publishing Ltd.





The proposed changes were included in an information circular mailed today to all voting shareholders with a copy of the company's annual report for the 1975 fiscal year, which ended Sept. 30.

Beland H. Honderich, president and publisher of Toronto Star Ltd., said the reorganization plans reflected the sharp growth of the company in recent years in Canada's communications industry.

He noted that operating revenue had more than doubled in the last five years and, in 1975, totalled almost \$130 million.

A pro forma balance sheet in the annual report, reflecting the acquisition of Harlequin, showed total assets at the end of fiscal 1975 of more than \$123 million, compared with about \$76 million five years ago.

"The proposed organizational changes will not only strengthen the overall management of the company, but provide the corporate structure for continued diversification," Honderich said.

For further information: J. E. A. Brooks,  
Office: 367-2456.  
Home: 632-4011,  
Burlington.

The proposed changes were included in an information

document mailed today to all voting shareholders with a

copy of the company's annual report for the 1975 fiscal

year, which ended Sept. 30.

Samuel H. Mandelstam, president and publisher of Toronto

Star Ltd., said the reorganization plan reflected the sharp

growth of the company in recent years in Canada's

communications industry.

He noted that operating revenues had more than doubled

in the last five years and, in 1975, totalled almost \$130

million.

A pro forma balance sheet in the annual report, reflecting

the acquisition of Harlequin, showed total assets at the end

of fiscal 1975 of more than \$123 million, compared with about

\$70 million five years ago.

"The proposed organizational changes will not only

strengthen the overall management of the company, but provide

the corporate structure for continued diversification,"

Mandelstam said.

For further information: J. E. A. Brooks,  
Office: 367-1426,  
Home: 613-4011,  
Burlington.